

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>FENNEL LAURA A</u><br><br>(Last) (First) (Middle)<br><u>C/O INTUIT INC.</u><br><u>2700 COAST AVENUE</u><br><br>(Street)<br><u>MOUNTAIN CA 94043</u><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>INTUIT INC [ INTU ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, Gen. Counsel and Corp Sec</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/17/2012</u>     |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Unit (MSPP Purchased Award) | (1)  | 08/17/2012                           |  | A                              |   | 874  |     | (2)  | (2)             | Common Stock  | 874  | \$59.76  | 874   | D  |       |
| Restricted Stock Unit (MSPP Matching Award)  | (1)  | 08/17/2012                           |  | A                              |   | 874  |     | 08/17/2015 <sup>(3)</sup>                                | (4)             | Common Stock  | 874  | \$0 <sup>(5)</sup>   | 874   | D  |       |

**Explanation of Responses:**

- 1-for-1
- Restricted Stock Units (MSPP Purchased Award) are fully vested upon grant; however, settlement occurs upon the earlier of three years from grant date or termination of employment.
- Represents vesting and settlement date for Restricted Stock Units (MSPP Matching Award).
- No expiration date for Restricted Stock Units (MSPP Matching Award); these securities either vest and settle or are canceled prior to vesting date.
- Reporting person was awarded the Restricted Stock Units (MSPP Matching Award) in connection with voluntary participation in a management stock purchase program (MSPP).

**Remarks:**

/s/ Kerry McLean, by power-of-attorney 08/20/2012

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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